

Bylaws- Pacific Northwest University of Health Sciences



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Article 1

1. Name, Offices, and Governing Documents

1.1. Name.

The name of this corporation shall be PACIFIC NORTHWEST UNIVERSITY OF HEALTH SCIENCES, a Washington non-profit corporation, hereinafter referred to as "University."

1.2. Registered Office and Agent.

The University shall maintain a registered office in the State of Washington and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Washington Nonprofit Corporation Act.

1.3. Governing Documents.

The University shall be governed by its Articles of Incorporation and these bylaws.

Article 2

2. Board of Trustees.

2.1. Board of Trustees.

All business of the University shall be governed by the “Board of Trustees” (variously referred to as “Board of Trustees” or “Board”).

2.1.1. Number.

The Board of Trustees shall consist of no more than 21 Trustees including the immediate past chair of the Board (the “Immediate Past Chair”) and the Alumnus Trustee (as defined in Section 2.1.3).

2.1.2. Term.

Each Trustee shall be selected by the Board by majority vote for a three-year term and may serve three (3) consecutive three-year terms, plus any unexpired term to which he/she had been elected (“Term Limit”). A Trustee whose Board Term expires because of the Term Limit and who is then serving as an Officer shall remain on the Board of Trustees until the term of his or her office expires as provided for in Section 2.2 hereof. After serving three (3) consecutive elected terms, a period of one (1) year must elapse before an individual is eligible for re-election or reappointment to the Board of Trustees. The Immediate Past Chair shall serve on the Board for a term extended to coincide with the term of the current Chair.

2.1.3. Alumnus Trustee

The Board of Trustees may elect one recent PNWU alumnus to serve for a term for not more than three (3) years in this category. A candidate for the position of alumnus trustee shall be proposed through the Governance Committee and shall have the same powers, rights, and duties as other Trustees during their term of office.

2.1.4. Election

Election of Trustees shall occur at the annual meeting of the Board of Trustees (refer to Section 2.5).

2.1.5. Composition

Board members shall be selected based on their qualifications and support the mission of PNWU. It is intended that the board include 4-6 trustees representative of PNWU healthcare programs, with at least two (2) osteopathic physicians included on the board. The Board of Trustees shall have authority to legally function if said healthcare representative requirements are not met. An employee may be invited to apply for nomination to the Board of Trustees if the employee works less than half time for the University.

2.1.6. Resignation

A Trustee may resign at any time. A Trustee resignation shall be in writing directed to the Chair, with a copy provided to the President of the University. Any vacancy in the Board of Trustees

may be filled for the unexpired term by a new Trustee elected by the remaining Board of Trustees.

2.1.7. Compensation

No Trustee nor Officer of the Board shall be entitled to compensation for services as a Trustee or Officer of the Board but may receive reimbursement for reasonable out-of-pocket expenditures incurred for the benefit of the University (in accordance with University travel policies).

2.1.8. Removal of Trustee

A Trustee may be removed, with or without cause, at a Regular or Special Meeting of the Board of Trustees by an affirmative vote of the majority of Trustees then in office, provided that Trustees shall receive a minimum of five (5) business days' notice indicating that said matter will be an agenda item.

2.1.9. Trustee Emeritus

The Board of Trustees, upon recommendation of the Governance Committee, may grant the status of Trustee Emeritus to former trustees meeting criteria adopted by the Board. Trustees in the Emeritus category shall have no voting rights, may not serve as a Board Committee chair, and maintain none of the obligations of membership of the Board of Trustees. Emeritus members may:

- Serve on Board committees in an advisory capacity upon appointment of the Board Chair.
- Participate in University ceremonial events as designated by the Board.
- Participate in Board social engagements sponsored by the University.
- Receive regular campus updates from the President or the Board chair.

Trustee Emeriti are expected to uphold PNWU's core values and adhere to the Ethics Policy. The Trustee Emeritus designation may be removed by the Board for behavior/actions unbecoming a representative of the University and not in accordance with the core values or any ethics policy of Pacific Northwest University of Health Sciences. Removal of a Trustee Emeritus designation shall follow the procedures outlined in Article 2.1.8.

2.2. Officers of Board of Trustees - Term

The Officers of the Board of Trustees shall be comprised of a Chair, Vice Chair, Secretary, Treasurer, and one or more Assistant Secretaries and/or Treasurers, all of whom shall be elected by the Board of Trustees. Board Officers shall serve two-year terms beginning on the first day of the fiscal year after their election by the Board and shall serve until their terms expire and their replacements have been elected by the Board.

2.2.1. Chair

The Board Chair shall preside at all meetings of the Board of Trustees and appoint Board committees and committee chairs, with the exception of the Executive Committee, which is specifically structured under provisions of these Bylaws. Following completion of the Chair

office term, the Chair shall automatically move to the Immediate Past Chair position on the Board as outlined in section 2.1.2.

2.2.2. Vice Chair

The Vice Chair shall assume the duties of Chair in the event of the Chair's absence, disability or other demonstrated inability to act. It is the intent that the Vice Chair shall automatically succeed to the office of Chair upon the completion of the Chair's term of office. In the event the Vice-Chair cannot assume this role, the Board shall elect a new chair-elect.

2.2.3. Secretary

The Secretary shall ensure that there are accurate minutes of the actions of the Board as well as attendance of Trustees at meetings, shall cause notices of meetings of the Board to be sent, ensure that there are retained complete versions of the Articles of Incorporation and Bylaws of the University and all amendments thereto, and discharge such other duties as designated, from time-to-time, by the Chair. The Secretary shall preside at any meeting in the absence of the Chair and Vice Chair.

2.2.4. Treasurer

The Treasurer shall ensure all monies, funds, and property of the University are received and kept in safe custody. All monies of the University shall be deposited in a bank designated by the Board in the name of and to the credit of the University. The Treasurer shall ensure that accurate books of account relative to the financial condition of the University are compiled and retained, shall report the same to the Chair and to the Board, and discharge such other duties as designated, from time-to-time, by the Chair. All records, books, accounts, and vouchers shall be the property of the University and subject to the control of the Board.

2.2.5 Officer Resignation

An Officer may resign their leadership role at any time without impacting their trustee status and term. An Officer resignation shall be in writing directed to the Board Chair, with a copy provided to the President of the University and the Chair of the Governance Committee. A vacancy in the role of Chair shall be filled by the Vice Chair for the remaining term of Office.

A vacancy in other Officer positions will be filled for the unexpired term.

For all open Officer positions, the Governance Committee will submit a nominating report to the Board of Trustees with a special election held at the next regularly scheduled Board meeting.

2.3. Important Document Storage

The Board shall ensure all legal documents and papers of importance, including those in electronic form, are retained in a safe place. Corporate records shall be kept at the principal office of the University.

2.4. Regular Meetings

Meetings of the Board of Trustees shall be held as scheduled, from time to time, by the Chair, or by call of a majority of the Trustees, at the principal place of business of the University, or at such other place within or outside the state of Washington as the Board shall designate. The annual schedule for Regular Meetings for each year shall be established by the Board of Trustees at its annual meeting. The Chair shall have the authority to change the date for Regular meetings if notice of the changed date is given to the Trustees five (5) business days prior to date of the originally scheduled meeting and five (5) business days prior to the rescheduled date.

2.4.1. Attendance

A Trustee may attend any Board meeting or committee meeting in person, telephonically or electronically, so long as each Trustee participating in the meeting can hear or detect what is being communicated by all others simultaneously with other Trustees. Unless otherwise specified in the bylaws, a majority of trustees present at the meeting must vote in the affirmative in order to approve an action.

2.4.2. Quorum

At meetings of the Board of Trustees, a simple majority of the Trustees must be in Attendance or have granted a Proxy to a Trustee in attendance to constitute a quorum to transact business.

2.4.3. Proxy

In lieu of attending a meeting of the Board of Trustees or a Committee of the Board, a Trustee may grant to another Trustee of the Board or Committee member the right to vote on their behalf (a "Proxy"), provided notification of the Proxy, as evidenced in writing, which may be in electronic form, is made known at the outset of the meeting. A Trustee in attendance at a meeting, if required to leave before the meeting has ended, may orally designate another Trustee to serve as his or her Proxy with respect to matters considered or acted upon at the meeting. A Proxy shall constitute attendance for the purpose of meeting quorum requirements.

2.5. Annual Meeting

The annual Board meeting shall take place in June in each year, at such place within or outside the state of Washington as the Board shall determine.

2.6. Special Meetings

Special meetings of the Board may be called at any time by the Chair, or by written request of not less than one-third of the Trustees then serving. Written request shall be directed to the Chair with a copy to the Secretary of the Board. The proposed agenda for the Special Meeting must be specified in the written request. The Chair or Secretary, upon receipt of such request, shall proceed forthwith to schedule a meeting, to be held not less than five (5) business days

nor more than ten (10) business days following the receipt of the written request by the Chair or the Secretary.

2.6.1. Notice of Special Meeting

Notice of the special meeting shall be given not more than two (2) business days following receipt of the written request. The notice shall specify the meeting topic and provide information specific to the person presenting the topic and the basis for the request.

2.6.2. Sequence of Responsibility

In the absence or incapacity of the Chair, or upon failure of the Chair to provide required notification to the Board Trustees, the Secretary, or upon the failure or inability of the Secretary to do so, then the Vice Chair and each subordinate officer, in that order, shall have the duty of scheduling the special meeting and notifying all Board Trustees thereof.

2.6.3. Limited Agenda

At a special meeting, only matters specified in the notice of meeting shall be acted upon.

2.7. Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if all of the Trustees of the Board consent in writing to such action. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called.

2.8. Committees

The Chair of the Board of Trustees may appoint other committees and committee chairs, which shall have such duration and powers as the Board of Trustees shall determine, from time to time. In order for a committee to have delegated authority, it must have at least two (2) trustees as members, and at least one of whom shall serve as chair. Each committee may have up to two non-trustee members, with full voting powers, as appointed by the committee chair.

2.9. Executive Committee

The Executive Committee shall consist of the officers of the Board of Trustees, and the Immediate Past Chair.

2.9.1. Powers

During the intervals between the meetings of the Board of Trustees, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Trustees in the management and direction of the affairs of the University in all cases to the extent to which specific directions shall have been given by the Board of Trustees or as authorized in the

committee charter. The decision making of the Executive Committee may exceed what has been set forth in its charter or through advanced Board directions in cases where urgent decisions must be made but approval by the full Board is neither timely nor practical.

2.9.2. Reports

All actions by the Executive Committee shall be reported to the Board of Trustees at its next meeting following such action. Regular minutes of the proceedings of the Executive Committee shall be kept.

2.9.3. Vacancies

Vacancies in the Executive Committee shall be filled by the Board of Trustees.

2.9.4. Quorum

A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and, in every case, an affirmative vote of a majority of the Trustees of the Committee in Attendance or represented by Proxy at a meeting shall be necessary to take any action.

2.9.5. Rules

The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules and shall meet at the call of its chair.

2.9.6. Waiver of Notice

Anything in the rules of procedure of the Executive Committee to the contrary notwithstanding, all acts at any meeting held with less than a ten (10) day notice of said Executive Committee, however called or held, shall be valid for all purposes if such meeting is held pursuant to a written waiver of notice and call signed by not less than two-thirds of the committee members entitled to vote at the time and made a part of the minutes of such meeting.

2.10. Nomination Process

Prior to the annual meeting, the Governance Committee shall develop nominations for Trustee and Officer positions that shall be vacant at the start of the next fiscal year. The Governance Committee Chair will submit the nominees on or before the annual meeting. Nominations may be accepted from the floor. Nothing shall limit the right of the Governance Committee from consulting with persons who are not Trustees. The Immediate Past Chair shall automatically, by virtue of their title as Immediate Past Chair, serve as a member of the Governance Committee.

2.10.1. Filling of Vacancies

It is the intent of the Board that vacancies (including both positions vacated or unfilled board positions) be filled primarily at the annual meeting; however, an interim election, if approved by a majority vote of the Board, may be conducted.

2.11. Advisory Boards

The Board of Trustees or the University President, with consent of the Board of Trustees, may designate individuals to serve on advisory boards for such term or terms and for such purposes as the Board of Trustees shall determine. Any such advisory board shall be selected from a broad range of individuals, representative of the reach and influence of the University, such that the Board and the University may receive maximum benefit, advice, and diversity of opinion as shall be appropriate.

Article 3

3. University Organization

3.1. Schools, Colleges, and Institutes

The Board of Trustees may establish schools, colleges, and institutes consistent with the missions and goals of the University.

3.1.1. Bylaws

The bylaws and policies of established schools, colleges, and institutes are subject to the review and recommendation by the dean (schools and colleges), the Provost (all levels), and the University President. The President shall present the documents to the PNWU Board of Trustees for adoption.

3.2. Granting of Degrees

The University, with the approval of the Board of Trustees, shall grant degrees as authorized by the Washington Student Achievement Council.. Degrees will only be conferred to individuals upon the satisfactory completion of all academic requirements set forth by the University and its academic programs.

3.3. President

The President shall be the chief executive officer of the University.

3.3.1. Qualifications

The qualifications to serve as the President shall be determined by the Board of Trustees, consistent with the requirements of applicable accrediting bodies. The Board shall appoint the President of the University, at such compensation, and upon such terms, as the Board shall determine. The University shall not discriminate in employment opportunities on the basis of race, ethnicity, color, sex, gender, religion, national origin, age, disabilities, sexual orientation,

marital status, or any other characteristic protected by law for any reason including recruitment, selection and promotion.

The board is authorized to appoint the individual(s) who will serve in an interim capacity if the President of the University is unable to carry out their duties.

3.3.2. Duties and Powers

The President shall report to the Board of Trustees and shall be responsible to execute and implement the goals and policies of the University as established from time to time by the Board of Trustees. During vacancies of the Office of President (including periods during which the President is unable to act), the Board shall have authority to appoint an acting or interim University President. The University President shall serve in an ex-officio capacity (without vote) on the Board of Trustees and all board committees; but may not serve as chair.

3.4. University Leadership

The University President may appoint other leadership as necessary for the management of the University.

3.5. Reporting Modifications – Extraordinary Circumstances

Nothing herein shall limit the Board of Trustees from modifying the reporting provisions as set forth above when required as a result of extraordinary circumstances.

Article 4

4. Faculty

4.1. Faculty Appointments

Faculty appointments shall result from a recommendation provided by a body of peers, employed by the University who follow a consistently applied methodology. The Faculty may consist of Associate and Assistant Deans, and those individuals who hold academic appointments, whether full-time or part-time, to include, but not be limited to: Professors, Associate Professors, Assistant Professors, and Instructors.

4.2. Duties and Responsibilities

The faculty of each college, school, or program operate under the authority of their respective academic officer and shall have at a minimum the following duties:

4.2.1. Curriculum

Design, implement, evaluate, and improve the curriculum.

4.2.2. Policies and Procedures

Develop policies and procedures and implement the instructional, research and service programs of the college or school;

4.2.3. Academic Calendar

Establish the academic calendar for the college or school in accordance with US Department of Education requirements and within the University calendar established by the registrar and the president;

4.2.4. Accreditation and Laws

Comply with standards of applicable accrediting bodies and with applicable Federal, State, and local laws;

4.2.5. Examination and Grading

Establish standards for examinations, grading, academic standing, and attendance;

4.2.6. Selection and Admission of Students

Establish criteria for selection and admission of students;

4.2.7. Degrees and Certificates

Establish requirements for degrees and certificates;

4.2.8. Candidates for Degrees

Recommend candidates to be granted degrees and certificates to the Board; and

4.2.9. Other Duties

Any other duties as may be determined by the principal academic officer (e.g. dean or program director) of the program as is consistent with the University's mission and not contrary to these bylaws or the Articles of Incorporation.

4.3. Full-time Faculty

Full-time Faculty may be eligible to receive appointment to full academic rank. In order to qualify for full academic rank, Faculty members shall demonstrate ability to carry responsibilities at a level of proficiency appropriate to their rank.

4.4. University Faculty Senate

The University Faculty Senate is a representative group of faculty with full-time appointments as defined by University Human Resources. Representation on the University Faculty Senate is determined by the faculty of the schools and colleges of the University.

Article 5

5. University Obligations

The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the University, and such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the University and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Trustees. Such authority may be general or confined to specific instances.

All checks, drafts, or other orders for the payment of money, notes, or other documents of indebtedness issued in the name of the University shall be signed by such officer or officers, agent or agents of the University and in such manner as shall from time to time be determined by the Board of Trustees.

Article 6

6. Indemnification and Insurance

6.1. Right to Indemnification

With the approval of the Board, every Trustee and Officer shall be entitled to legal defense and indemnification against any claims or liability which might arise from the performance of such person's duties on behalf of the University to the fullest extent permitted under the provisions of the Washington Nonprofit Corporation Act currently in effect and as the statute may be amended from time to time.

6.2. Non-exclusivity of Rights

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested Trustees or otherwise.

6.3. Insurance

The University may maintain insurance, at its expense, to protect itself and any Trustee, officer, employee or agent of the University or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the University would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act as it has been made applicable to nonprofit corporations.

Article 7

7. Exempt Activities

Notwithstanding any other provision of these Bylaws, no Trustee, Officer, agent or employee of the University shall take any action or carry on any activity by or on behalf of the University not permitted to be taken or carried on by an organization licensed as a nonprofit corporation by the state of Washington. In addition, there shall be no action or activity permitted, authorized or condoned which would compromise the University's status as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article 8

8. Fiscal Year

The fiscal year of the University shall end each June 30.

Article 9

9. Amendment of Bylaws

The Bylaws of the University may be modified, amended, or repealed at any regular or special meeting of the Board of Trustees at which a quorum of Trustees is in attendance (including by Proxy), by a two-thirds vote of the entire Board, not just those in attendance. Before the Board of Trustees may consider or act upon any modification, amendment or repeal of the Bylaws, ten (10) business days' advance notice of the meeting shall be given to the Trustees, the said notice to include the proposed modifications, amendments or repeal proposal to be considered at the meeting.

Article 10

10. Rules of Order

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of trustees and committee members where those rules are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of order of the University or the committee.

Submitted as revised by the Board of Trustees on **April 23, 2022.**

Vickie Ybarra, Secretary

Catherine Potts, Chair

Catherine Potts - Trustee
Approved on 2/21/2023 1:15PM PST

Vickie Ybarra - Trustee
Approved on 2/12/2023 2:05PM PST